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RECORDATION NO. 29636 FILED

FEB 07 '11 -11 46 AM

SURFACE TRANSPORTATION BOARD

February 7, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recording with the Surface Transportation Board is one original and one counterpart of the document described below to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code:

Memorandum of Schedule #2 to Full Service
Master Lease Agreement dated 1/19/11

Lessor: Wells Fargo Equipment Finance, Inc. dba
Midwest Railcar Capital Equipment Company
733 Marquette Avenue
Minneapolis, MN 55402

Lessee: Interstate Commodities Inc.
7 Madison Street
Troy, NY 12181

Equipment: 12, Railcars
MCEX 350234, 350240, 350242, 350250,
350251, 350266, 350270, 350272,
350279, 350281, 350282, 350295

Please record this agreement as a primary document. The filing fee of \$41.00 is enclosed.
Thank you.

Sincerely,



Mary Ann Oster
Research Consultant

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SURFACE TRANSPORTATION BOARD

**WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A
MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY**

**MEMORANDUM OF SCHEDULE #2 TO FULL SERVICE
MASTER LEASE AGREEMENT**

between

**WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A
MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY**

as Lessor

and

INTERSTATE COMMODITIES INC.

as Lessee

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SURFACE TRANSPORTATION BOARD


MEMORANDUM OF SCHEDULE #2 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #2 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of January 19, 2011, by and between WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY, a Minnesota Corporation ("Lessor"), and INTERSTATE COMMODITIES INC., a New York Corporation ("Lessee"), with reference to the following:

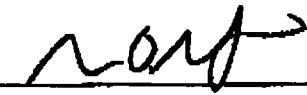
1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #2 dated January 19, 2011 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of July 7, 2006 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in Schedule #2.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #2 to Full Service Master Lease Agreement to be executed as of the date first above written.

WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A
MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY
Lessor


By: 
Printed Name: Peter J. Naas
Title: SA Contract Administrator
Date: February 4, 2011

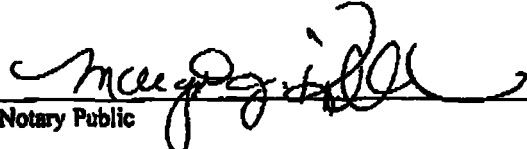
INTERSTATE COMMODITIES INC.
Lessee

By: 
Printed Name: Gregory Oberling
Title: President
Date: 1/25/2011

STATE OF Minnesota, COUNTY OF Hennepin, TO WIT:

On this 4th day of February, 2011 before me appeared, Peter Naas to me personally known, who being by me duly sworn, says that he is the Senior Contract Administrator of WELLS FARGO EQUIPMENT FINANCE, INC. D/B/AMIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY, a Minnesota Corporation, that said instrument was signed on February 4, 2011 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

 MARGARET J. KIERNAN
Notary Public-Minnesota
My Commission Expires Jan 31, 2015
[Notarial Seal]

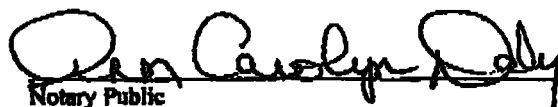

Notary Public

My commission expires: 1-31-2015

STATE OF New York, COUNTY OF Rensselaer, TO WIT:

On this 25th day of January, 2011 before me appeared, Garry E. Oberly to me personally known, who being by me duly sworn, says that he is a President of INTERSTATE COMMODITIES INC., a New York Corporation, that said instrument was signed and sealed on Jan 25th, 2011 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]


Notary Public

My commission expires: 2014

ANN CAROLYN DALY
Notary Public, State of New York
Qualified in Albany County
No. C1DA6048612
Commission Expires Oct. 23, 20 14

EXHIBIT A
DESCRIPTION OF RAILCARS

Twelve (12) railcars with the following reporting marks:

<u>Car Mark & Number</u>	<u>Car Mark & Number</u>	<u>Car Mark & Number</u>
MCEX 350234	MCEX 350251	MCEX 350279
MCEX 350240	MCEX 350266	MCEX 350281
MCEX 350242	MCEX 350270	MCEX 350282
MCEX 350250	MCEX 350272	MCEX 350295